

Exhibit B

Sussberg Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**DECLARATION OF JOSHUA A. SUSSBERG IN SUPPORT OF THE
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland").² I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Court of Appeals for the Fifth Circuit, the United States District Court for the Northern District of Illinois, and the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application.

2. I submit this declaration (the “Declaration”) in support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022 (the “Application”).³ Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Kirkland’s Qualifications

3. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

4. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Pipeline Health System, LLC*, No. 22-90291 (MI) (Bankr. S.D. Tex. Dec. 2, 2022); *In re Aeero Technologies LLC*, No. 22-02890 (JJG) (Bankr. S.D. Ind. Nov. 17, 2022); *In re Cineworld Group plc*, No. 22-90168 (MI) (Bankr. S.D. Tex. Oct. 31, 2022); *In re Altera Infrastructure L.P.*, No. 22-90130 (MI) (Bankr. S.D. Tex. Oct. 6, 2022); *In re Celsius Network LLC*, No. 22-10964 (MG) (Bankr. S.D.N.Y. Sept. 16, 2022); *In re Voyager Digital Holdings Inc.*, No. 22-10943 (MEW) (Bankr. S.D.N.Y. Aug. 4, 2022); *In re HONX, Inc.*, No. 22-90035 (MI) (Bankr. S.D. Tex. June 24, 2022); *In re Seadrill New Finance Limited*, No. 22-90001 (DRJ) (Bankr. S.D. Tex. Mar. 10, 2022); *In re Nordic Aviation Capital Designated Activity Company*, No. 21-33693 (KRH) (Bankr. E.D. Va. Feb. 3, 2022); *In re Carlson Travel, Inc.*, No. 21-90017 (MI) (Bankr. S.D. Tex. Jan. 12, 2022); *In re Riverbed Technology, Inc.*, No. 21-11503 (CTG) (Bankr. D. Del. Dec. 8, 2021); *In re Washington Prime Grp.*, No. 21-31948 (MI) (Bankr. S.D. Tex. July 27, 2021); *In re Seadrill Limited*, No. 21-30427 (DRJ) (Bankr. S.D.

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Tex. Apr. 5, 2021); *In re Belk, Inc.*, No. 21-30630 (MI) (Bankr. S.D. Tex. Mar. 31, 2021); *In re Frontera Holdings LLC*, No. 21-30354 (MI) (Bankr. S.D. Tex. Mar. 19, 2021); *In re Seadrill Partners LLC*, No. 20-35740 (DRJ) (Bankr. S.D. Tex. Jan. 15, 2021); *In re Gulfport Energy Corporation*, No. 20-35562 (DRJ) (Bankr. S.D. Tex. Jan. 11, 2021).⁴

5. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' business and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

Services to Be Provided

6. Subject to further order of the Court and that certain engagement letter dated November 12, 2022 (the "Engagement Letter"), a copy of which is attached as Exhibit 1 to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtor in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;

⁴ Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

Professional Compensation

7. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

8. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

9. From November 12, 2022, through December 31, 2022, Kirkland's hourly rates for matters related to these chapter 11 cases range as follows:⁵

Billing Category⁶	U.S. Range
Partners	\$1,135-\$1,995
Of Counsel	\$805-\$1,845
Associates	\$650-\$1,245
Paraprofessionals	\$265-\$495

10. As of January 1, 2023, Kirkland's hourly rates for matters related to these chapter 11 cases will range as follows:

Billing Category	U.S. Range
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

11. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary

⁵ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁶ Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.⁷

12. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

13. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

14. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using

⁷ For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

Compensation Received by Kirkland from the Debtors

15. Per the terms of the Engagement Letter, on November 15, 2022, the Debtors paid \$100,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$2.0 million in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt, any advance payment retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt, any advance payment retainer will be placed in Kirkland’s general account and will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.⁸

16. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland’s advance payment retainer, Kirkland’s total advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a “rates times hours” and “dates of expenses incurred” basis) prior to the Petition Date.

⁸ The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

17. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

Statement Regarding U.S. Trustee Guidelines

18. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the "Revised UST Guidelines"), both in connection with this Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

Attorney Statement Pursuant to Revised UST Guidelines

19. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland's standard billing arrangements for this engagement?

Answer: No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland's standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors' chapter 11 cases?

Answer: No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland's billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: From November 12, 2022, through December 31, 2022, Kirkland's hourly rates for services rendered on behalf of the Debtors range as follows:⁹

Billing Category	U.S. Range
Partners	\$1,135-\$1,995
Of Counsel	\$805-\$1,845
Associates	\$650-\$1,245
Paraprofessionals	\$265-\$495

As of January 1, 2023, Kirkland's hourly rates for services rendered on behalf of the Debtors will range as follows:

Billing Category	U.S. Range
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

Answer: Yes, for the period from November 28, 2022, through March 31, 2023.

⁹ While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

Kirkland's Disinterestedness

20. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the “Potential Parties in Interest”) and such parties are listed on **Schedule 1** hereto. Kirkland has searched its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. Kirkland did not receive any answers in the affirmative to these emails. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

21. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched its electronic database for its connections to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as

necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:¹⁰

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors & Affiliates
1(b)	Current and Former Directors & Officers
1(c)	Equity Holders
1(d)	Bankruptcy Professionals
1(e)	Banks
1(f)	Custodians
1(g)	Exchanges / Marketplaces
1(h)	Government, Taxing Authorities, and Regulatory Agencies
1(i)	Indenture Trustee
1(j)	Insurance
1(k)	Joint Provisional Liquidators
1(l)	JV Partners
1(m)	Litigation Counterparties
1(n)	Loan Counterparties
1(o)	Non-Debtor Professionals
1(p)	Notice of Appearance Parties
1(q)	Ordinary Course Professionals
1(r)	Potential M&A Transaction Counterparties
1(s)	Significant Clients
1(t)	Significant Vendors
1(u)	Top 50 Unsecured Creditors
1(v)	US Trustee Personnel, Judges, and Court Contacts for the District of New Jersey
1(w)	Utilities

22. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

¹⁰ Kirkland’s inclusion of parties in the following Schedules is solely to illustrate Kirkland’s conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

23. Listed on **Schedule 2** to this Declaration are the results of Kirkland's conflicts searches of the above-listed entities.¹¹ For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the "Specific Disclosures" section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity, and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.

24. Of the entities listed on **Schedule 2**, only four represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on November 30, 2022.¹² Certain of these entities are in confidential discussions with the Debtors regarding potential M&A transactions regarding the Debtors and their businesses. Kirkland does not, and will not, represent any of these entities in connection with the chapter 11 cases, and I do not believe that any current or former representation of such entities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

¹¹ As referenced in **Schedule 2**, the term "current client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term "former client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term "closed client" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former clients" or "closed clients" for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

¹² Specific percentages will be disclosed to the U.S. Trustee upon request.

25. Additionally, Bain Capital Venture Coinvestment Fund II LP, Bain Capital Venture Fund 2021 LP, BCV 2019-MD Coinvestment II, L.P., and BCV 21 Innovators Fund, L.P., affiliates of Bain Capital LP (together with its affiliates, “Bain”), are equity holders of the Debtors. Bain represented more than one percent of Kirkland’s fee receipts for the twelve-month period ending on November 30, 2022.¹³ I do not believe that any current or former representation of Bain precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

26. Kirkland’s conflicts search of the entities listed on **Schedules 1(a) – 1(q)** (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors’ restructuring efforts while at Kirkland.

27. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the District of New Jersey (the “U.S. Trustee”), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of New Jersey, except as disclosed or otherwise described herein.

28. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to

¹³ Specific percentages will be disclosed to the U.S. Trustee upon request.

identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

29. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

30. From time to time, certain former partners of Kirkland are entitled to compensation for a limited period of time following their departure from the firm.

31. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

32. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

Specific Disclosures

33. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity

security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

A. Connections to Holders of Equity Interests in the Debtors.

34. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Bain on a variety of matters. Bain owns approximately 1.19% of the outstanding equity interests in BlockFi Inc. Kirkland has not represented, and will not represent, Bain in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. All current and prior Kirkland representations of Bain have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Bain precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

B. Connections to Officers and Directors.

35. As disclosed below and on Schedule 2, Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries and entities associated with the Debtors' current and recent former officers and directors. I do not believe that Kirkland's current or prior representation of the affiliates, subsidiaries, and entities associated with certain officers and directors precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

36. Each of (i) Scott Vogel, an independent director of BlockFi Inc., (ii) Alan Jeffrey Carr, independent director of BlockFi Trading LLC, (iii) Pamela B. Corrie, independent director of BlockFi Wallet LLC, (iv) Jill Frizzley, independent director of BlockFi International Ltd., and (v) Harvey Tepner, independent director of BlockFi Lending LLC serves, has served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for

which Mr. Vogel, Mr. Carr, Ms. Corrie, Ms. Frizzley, or Mr. Tepner serves, or served, in management and/or director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

C. Connections to Other Entities.

37. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Ankura Holdings, LP and various of its subsidiaries and affiliates, including Ankura's majority stakeholder Madison Dearborn Partners (collectively, "Ankura"), on a variety of matters. Ankura is an affiliate of Ankura Trust Company LLC, which serves as indenture trustee under a certain indenture entered into with Debtor BlockFi Inc. Kirkland's current and prior representations of Ankura have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Ankura in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Ankura precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

38. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Berkshire Hathaway Inc. and various of its subsidiaries and affiliates (collectively, "Berkshire Hathaway"), and Tokio Marine Holdings Inc. and various of its subsidiaries and affiliates (collectively, "Tokio Marine") on a variety of matters. Berkshire Hathaway and Tokio Marine are insurance providers to the Debtors. Kirkland's current and prior representations of Berkshire Hathaway and Tokio Marine have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Berkshire Hathaway or Tokio Marine in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation

of Berkshire Hathaway or Tokio Marine precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

39. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Robinhood Markets, Inc. and various of its subsidiaries and affiliates (collectively, “Robinhood”) on a variety of matters. In the ordinary course of business, the Debtors from time to time engage with Robinhood as an exchange marketplace. Kirkland’s current and prior representations of Robinhood have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Robinhood in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland’s current or prior representation of Robinhood precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

40. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, Coinbase Global Inc. and various of its subsidiaries and affiliates (collectively, “Coinbase”) on a variety of matters. Coinbase, another digital asset trading platform, is both a vendor and custodian to the Debtors. Kirkland’s current and prior representations of Coinbase have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Coinbase in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland’s current or prior representation of Coinbase precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

D. Potential M&A Transaction Counterparties.

41. The Debtors are in discussions with certain parties (and may be in discussions with other parties in the future) regarding potential M&A transactions regarding the Debtors and their businesses. Due to the inherently competitive nature of this process, it is imperative that the

identities of these potential counterparties remain confidential. On December 19, 2022, the Debtors filed the *Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Debtors' Professional Retention Applications* [Docket No. 127] (the "Motion to Seal"). The Motion to Seal seeks authority for the Debtors to redact and file under seal the names of certain potential transaction counterparties whose non-disclosure agreements require that their identities remain confidential. For the avoidance of doubt, Kirkland will not represent any of the potential counterparties in connection with any matter in these chapter 11 cases.

E. The Debtors' Clients.

42. The large majority of the Debtors' creditors are individual clients (the "Debtors' Clients"), including certain current Kirkland attorneys. These Kirkland attorneys will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Shortly after filing, Kirkland became aware that an attorney who was one of the Debtors' Clients had performed work on behalf of the Debtors. This attorney has now been formally screened, will not perform any additional work in connection with Kirkland's representation of the Debtors, nor will Kirkland charge for any postpetition services rendered by this attorney or any Kirkland attorneys who are also the Debtors' Clients. Kirkland's formal ethical screen, as discussed further herein, provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Kirkland attorneys who are the Debtors' Clients and protecting confidential information.

43. Due to the prevalence of identity theft, phishing scams, and other forms of harassment or stalking, and pursuant to the *Interim Order Granting Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally*

Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief entered on November 30, 2022 [Docket No. 53] (the “Interim Redaction Order”), it is imperative that certain personally identifiable information of the Debtors’ Clients, including their names, remain confidential and not be publicly disclosed on Schedule 2¹⁴ and have therefore been redacted on Schedule 2 pursuant to the Interim Redaction Order. For the avoidance of doubt, Kirkland will not represent any of the Debtors’ Clients in connection with any matter in these chapter 11 cases.

F. Other Chapter 11 Professionals.

44. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seek to retain in connection with these chapter 11 cases. Kirkland’s current and prior representations of these professionals have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, any such professionals in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland’s current or prior representation of these professionals precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

45. The Debtors’ proposed investment banker is Moelis & Company LLC (“Moelis”). As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Moelis

¹⁴ By way of example, Celsius customers have been targeted (using information disclosed in the Celsius debtors’ bankruptcy schedules) for apparent phishing attacks by bad actors impersonating Kirkland attorneys. *See* Notice of Phishing Attempts, *In re Celsius Network LLC, et al.*, No. 22-10964 (MG) (Nov. 30, 2022) and Supplemental Notice of Phishing Attempts, *In re Celsius Network LLC, et al.*, No. 22-10964 (MG) (Dec. 13, 2022).

and its affiliates, on a variety of matters. Kirkland's current and prior representations of Moelis have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Moelis in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Moelis precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

46. On November 30, 2022, the Court approved Kroll Restructuring Administration LLC ("Kroll"), formerly known as Prime Clerk LLC, as the Debtors' notice and claims agent.¹⁵ Certain former Kirkland attorneys are currently employed by Kroll. Though previously employed by Kirkland, any work provided by these former Kirkland attorneys was unrelated to the Debtors or these chapter 11 cases. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Kroll, and certain of its upstream entities and affiliates, in matters unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's current and prior representation of Kroll precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

47. The Debtors' compensation advisor with respect to the proposed key employee retention program is Willis Towers Watson ("WTW"). As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, WTW on a variety of matters. Kirkland's current and prior representations of WTW have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, WTW in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe

¹⁵ See Order Pursuant to 28 U.S.C. § 156(C) and 11 U.S.C. § 105(A) for Entry of an Order Authorizing the Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date [Docket No. 48].

that Kirkland's current or prior representation of WTW precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

48. The Debtors' proposed local counsel is Cole Schotz, P.C. ("Cole Schotz"). As disclosed on Schedule 2, Kirkland in the past has represented Cole Schotz on a variety of matters. Kirkland's prior representation of Cole Schotz has been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Cole Schotz in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's prior representation of Cole Schotz precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

49. As disclosed on Schedule 2, Kirkland currently represents, and has previously represented, Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel") on a variety of matters. Kirkland's current and prior representation of Quinn Emanuel has been in matters unrelated to the Debtors or these chapter 11 cases. Quinn Emanuel has appeared on behalf of West Realm Shires, Inc. (collectively, with its subsidiaries and affiliates, "FTX") in connection with these chapter 11 cases. Kirkland has not represented, and will not represent, Quinn Emanuel in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current and prior representations of Quinn Emanuel preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

G. Kirkland Attorney and Employee Investments.

50. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11

cases, often without Kirkland's knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

51. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a "Passive-Intermediary Entity") to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity's formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of Kirkland's partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by

the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds (“Known Holdings”), such Known Holdings are submitted to Kirkland’s conflict checking system.

52. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

H. Other Disclosures.

53. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors’ relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland’s joint representation of the Debtors in these chapter 11 cases.

54. As disclosed on Schedule 2, Kirkland currently represents, and has previously represented FTX Trading Ltd. in connection with matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, FTX in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland’s current or prior representation of FTX precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

55. As disclosed on Schedule 2, Kirkland currently represents Celsius Network LLC and certain of its subsidiaries and affiliates (collectively, “Celsius”) in its bankruptcy proceedings.

Certain Debtor entities are creditors of Celsius. Kirkland has not represented, and will not represent, the Debtors adverse to Celsius during the pendency of Celsius' bankruptcy proceedings. Similarly, Kirkland has not represented, and will not represent, Celsius adverse to the Debtors during the pendency of these chapter 11 cases. I do not believe that Kirkland's current representation of Celsius precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

56. As disclosed on Schedule 2, Kirkland currently represents Voyager Digital Ltd. and various of its subsidiaries and affiliates (collectively, "Voyager") in its bankruptcy proceedings. Certain Debtor entities are creditors of Voyager. Kirkland has not represented, and will not represent, the Debtors adverse to Voyager during the pendency of Voyager's bankruptcy proceedings. Similarly, Kirkland has not represented, and will not represent, Voyager adverse to the Debtors during the pendency of these chapter 11 cases. I do not believe that Kirkland's current representation of Voyager precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

57. Jonathan S. Henes, a former partner of Kirkland, is the CEO and principal of C Street Advisory Group, LLC. C Street is providing services to the Debtors in the ordinary course as a strategic and public relations advisor. Mr. Henes did not work on the Debtors' cases while at Kirkland. I do not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

58. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current and former restructuring clients. Certain of these attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the

representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

59. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

Affirmative Statement of Disinterestedness

60. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 22, 2022

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Schedule 1

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the "Sussberg Declaration").¹ Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Sussberg Declaration, matching the incomplete or ambiguous name.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sussberg Declaration.

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors & Affiliates
1(b)	Current and Former Directors & Officers
1(c)	Equity Holders
1(d)	Bankruptcy Professionals
1(e)	Banks
1(f)	Custodians
1(g)	Exchanges / Marketplaces
1(h)	Government, Taxing Authorities, and Regulatory Agencies
1(i)	Indenture Trustee
1(j)	Insurance
1(k)	Joint Provisional Liquidators
1(l)	JV Partners
1(m)	Litigation Counterparties
1(n)	Loan Counterparties
1(o)	Non-Debtor Professionals
1(p)	Notice of Appearance Parties
1(q)	Ordinary Course Professionals
1(r)	Potential M&A Transaction Counterparties
1(s)	Significant Clients ¹
1(t)	Significant Vendors
1(u)	Top 50 Unsecured Creditors
1(v)	US Trustee Personnel, Judges, and Court Contacts for the District of New Jersey
1(w)	Utilities

¹ The Debtors have more than approximately 700,000 retail and institutional clients. Due to the large number of the Debtors' Clients, Kirkland limited its search of its electronic database to only those Debtors' Clients who hold digital assets in an amount of at least \$250,000 on an aggregate basis in their rehypothecated accounts as of the Petition Date.

SCHEDULE 1(a)

Debtors & Affiliates

BlockFi Asia Pte. Ltd. (Singapore)
BlockFi Cayman LLC
BlockFi Holding UK Ltd. (England & Wales)
BlockFi Inc.
BlockFi International Ltd
BlockFi Investment Products
BlockFi Lending II LLC
BlockFi Lending LLC
BlockFi Management LLC
BlockFi Services Inc.
BlockFi Trading LLC
BlockFi Ventures LLC
BlockFi Wallet
BlockFi Wallet LLC
BV Power Alpha LLC

SCHEDULE 1(b)

Current and Former Directors & Officers

Carr, Alan J.
Corrie, Pamela B.
Frizzley, Jill
Hill, Jennifer
Lauro, Tony
Marquez, Florencia
Prince, Zachary
Tepner, Harvey L.
Vogel, Scott D.
[Confidential]

SCHEDULE 1(c)

Equity Holders

2021 Fintech Industry Fund LLC	Castle Island
3 Arrows Capital	Castle Island Ventures I LP
A210Z Capital LLC	Castle Island Ventures I-A LP
aCrew Diversify Capital Executive Fund (A) LP	CIV Opportunity Series Co-Invest I LP
aCrew Diversify Capital Executive Fund LP	CIV Opportunity Series Co-Invest I LP - (Series 2)
aCrew Diversify Capital Fund (A) LP	CMS
aCrew Diversify Capital Fund (G) LP	CMS Holdings LLC
aCrew Diversify Capital Fund LP	CMT Digital
Akuna Capital	CMT Digital Investments I LLC – Series 3
Akuna Ventures LLC	CMT Digital Ventures Fund I LLC
Altive Master Fund SPC - Altive Pisces Fund SP	Coinbase Global Inc.
Arrington XRP Capital	Coinbase Ventures
Arrington XRP Capital Cayman SPV Ltd.	ConsenSys
Atreides Foundation Master Fund LP	ConsenSys Fund I LP
AVG - PAV BlockFi 2020 Trust	Delly VC LLC
AVGF-PAV1-BlockFi 2018 LLC	Disruptive Innovation Fund LP
Avon Venture Fund I LP	Dolly VC LLC
Avon Ventures	EquityZen Growth Technology Fund LLC - Series 1054
Bain Capital Venture Coinvestment Fund II LP	EquityZen Growth Technology Fund LLC - Series 1070
Bain Capital Venture Fund 2021 LP	EquityZen Growth Technology Fund LLC - Series 1189
Bain Capital Ventures	EquityZen Growth Technology Fund LLC - Series 1274
Base10 Advancement Initiative I LP	Formic Ventures LLC
BC/BL Holdco LLC	Fort Schuyler Ventures LLC
BCIP Venture Associates II LP	FTX
BCIP Venture Associates II-B LP	Gaingels
BCIP Ventures Associates II LP	Gaingels BlockFi 2021 LLC
BCIP Ventures Associates II-B LP	Gaingels BlockFi LLC
BCV 2019-MD Coinvestment II LP	Gaingels Gill BlockFi LLC
BCV 21 Innovators Fund LP	Galaxy Digital
BF, a series of Factorial Funds I LLC	Gemini Investments LP
BL Fund I	Goanna Capital 21Q LLC
BL Fund I, a series of AHP Investments LP	Harvard Management Private Equity Corp.
BL Fund II, a Series of AHP Investments LP	HashKey
BLF 107, a series of SAX Capital Series Fund V LP	HashKey Fintech Investment Fund LP
Blythe Ventures Pty. Ltd.	HDR Cadenza Management Ltd.
Bracket Capital	HRT
Cadenza Ventures Opportunities Fund LP (Series B)	HRT Research LLC

HS Investments IV Ltd.
Hyperion Capital LLC
Hyperion Capital Ltd.
IL2BF, a series of Investlink Holdings
JCDP-6 AI LLC
JCDP-6 QP LLC
Jump Capital
Kenetic
Kenetic Advisors Ltd.
Kenetic Holdings Ltd.
Kristal Advisors (SG) Pte. Ltd.
LBP Fi III LP
LeadBlock Partners (GP) Sarl
LIEC Invest AG
Linqto Liquidshares LLC
Morgan Creek Blockchain Opportunities
Fund II LP
Morgan Creek Blockchain Opportunities
Fund LP
Morgan Creek Capital Management
Morgan Creek Consumer Opportunities
Fund LP
Morgan Creek Digital Fund III LP
Morgan Creek Private Opportunitites Fund
LLC Series H - BlockFi
Morgan Creek Private Opportunities LLC
Series K - BlockFI
MyAsiaVC BLF 157, a series of SAX
Capital Series Fund III LP
NO Investments LLC
Ocean Capital GmbH
Ocean Fidelity GmbH
Olola Investments Pty Ltd.
OÜ Notorious
Paradigm
Paradigm Fund LP
ParaFi Capital
ParaFi Private Opportunities LLC – Series F
Park West Investors Master Fund Ltd.
Park West Partners International Ltd.
PJC
PJC Blockfi SPV LLC
Point Judith Venture Fund IV LP
Polka Dot Ventures Pty Ltd.
Pomp Bracket Digital Assets I LLC
Pomp Bracket Digital Assets II LLC

Pomp Bracket Digital Assets III LLC
Purple Arch Ventures
RCapital BlockFi I, a Series of Republic
Capital Master Fund LP
Recruit Strategic Partners Inc.
RSP Fund VI LLC
Sand Dune Investments LLC
SCB 10X Co. Ltd.
SGP Governance
SLV BlockFi Holding LLC
Social Finance Inc.
SoFi
Susquehanna Government Products LLLP
Sustainable Governance Partners LLC
Tayenthal Ventures UG
TB Asset Management GmbH
The Midnight, a Third Prime Series LLC
(Series: BlockFi)
Third Prime
Tiger Global
Tiger Global Management LLC
Tiger Global PIP 14-7 LLC
Tiny Orange LLC
TONA Investments LP
Trustees of Columbia University
Trustees of Columbia University in the City
of New York, The
TVC
TVC X, a series of The Venture Collective
Holdings LLC
TVC XVII, a series of The Venture
Collective Holdings LLC
Valar Co-Invest 10 LP
Valar Co-Invest 11 LP
Valar Co-Invest 12 LP
Valar Fund V LP
Valar Fund VII LP
Valar Principals Fund V LP
Valar Velocity Fund 2 LP
Valar Ventures LP
Vanderbilt University, The
Winklevoss Capital
Winklevoss Capital Fund LLC
Winklevoss Capital Management LLC
[Confidential]

SCHEDULE 1(d)

Bankruptcy Professionals

Berkeley Research Group
Cole Schotz PC
Haynes and Boone LLP
Kroll Inc.
Kroll Legal
Kroll Restructuring Administration LLC
Moelis & Co.

SCHEDULE 1(e)

Banks

BCB Bancorp Inc.
Capital Union Bank Ltd.
Centre Consortium
FOMO Pay
Signature Bank
Silicon Valley Bank
Silvergate Bank

SCHEDULE 1(f)

Custodians

Anchorage Digital Bank NA
BitGo
Blockdaemon
Coinbase
Deribit
Elwood Technologies Services Ltd.
Fidelity Digital Assets Services LLC
Fireblocks
Fireblocks Inc.
Fireblocks International
Fireblocks Lending
Fireblocks Wallet
Gemini
Gemini Lending LLC
Gemini Trust Co. LLC
Kraken
Paxos

SCHEDULE 1(g)

Exchanges / Marketplaces

Binance
BitFinex
BitMex
ByBit
Celsius Network Ltd.
Coinbase
CoinLoan
Compound Treasury
Crypto.com
Fernhill Corp.
Fidelity Prime
FTX
FTX International
FTX Trading Ltd.
Huobi
Kraken
KuCoin
LMAX
LooksRare
Nexo
Nifty Gateway
OKX
OpenSea
Quadriga
Robinhood
Tagomi Systems Inc.
Terra
Voyager Digital
Wintermute Ltd.

SCHEDULE 1(h)

Government, Taxing Authorities, and Regulatory Agencies

Alabama, State of, Attorney General
Alabama, State of, Department of Labor
Alabama, State of, Department of Revenue
Alaska, State of, Attorney General
Alaska, State of, Department of Labor &
Workforce Development
Alaska, State of, Department of Revenue
Arizona, State of, Attorney General
Arizona, State of, Department of Revenue
Arizona, State of, Industrial Commission
Arkansas, State of, Attorney General
Arkansas, State of, Department of Finance
& Administration
Arkansas, State of, Department of Labor
Bermuda Monetary Authority
California, State of, Attorney General
California, State of, Division of Labor
Standards Enforcement & the Office of
the Labor Commissioner
California, State of, State Board of
Equalization
Colorado, State of, Attorney General
Colorado, State of, Department of Labor &
Employment
Colorado, State of, Department of Revenue
Connecticut, State of, Attorney General
Connecticut, State of, Department of Labor
Connecticut, State of, Department of
Revenue Services
Delaware, State of, Attorney General
Delaware, State of, Department of Labor
Delaware, State of, Division of Revenue
Financial Action Task Force
Florida, State of, Attorney General
Florida, State of, Department of Revenue
Florida, State of, Division of Workforce
Services
Georgia, State of, Attorney General
Georgia, State of, Department of Labor
Georgia, State of, Department of Revenue
Hawaii, State of, Attorney General

Hawaii, State of, Department of Labor &
Industrial Relations
Hawaii, State of, Department of Taxation
Idaho, State of, Attorney General
Idaho, State of, Department of Labor
Idaho, State of, State Tax Commission
Illinois, State of, Attorney General
Illinois, State of, Department of Labor
Illinois, State of, Department of Revenue
Indiana, State of, Attorney General
Indiana, State of, Department of Labor
Indiana, State of, Department of Revenue
Iowa, State of, Attorney General
Iowa, State of, Department of Revenue &
Finance
Iowa, State of, Labor Services Division
Kansas, State of, Attorney General
Kansas, State of, Department of Labor
Kansas, State of, Department of Revenue
Kentucky, Commonwealth of, Attorney
General
Kentucky, Commonwealth of, Labor
Cabinet
Kentucky, Commonwealth of, Revenue
Cabinet
Louisiana, State of, Attorney General
Louisiana, State of, Department of Revenue
Louisiana, State of, Workforce Commission
Maine, State of, Attorney General
Maine, State of, Department of Labor
Maine, State of, Revenue Services,
Compliance Division
Maryland, State of, Attorney General
Maryland, State of, Department of Labor,
Licensing & Regulation
Massachusetts, Commonwealth of, Attorney
General
Massachusetts, Commonwealth of,
Department of Revenue
Massachusetts, Commonwealth of,
Executive Office of Labor & Workforce
Development

Massachusetts, Commonwealth of, Fair
Labor Division, Office of The Attorney
General
Michigan, State of, Attorney General
Michigan, State of, Department of Licensing
& Regulatory Affairs
Michigan, State of, Department of Treasury
Minnesota, State of, Attorney General
Minnesota, State of, Department of Labor &
Industry
Minnesota, State of, Department of Revenue
Mississippi, State of, Attorney General
Mississippi, State of, Department of
Employment Security
Mississippi, State of, Tax Commission
Missouri, State of, Attorney General
Missouri, State of, Department of Revenue
Missouri, State of, Labor & Industrial
Relations Commission
Montana, State of, Attorney General
Montana, State of, Department of Labor &
Industry
Montana, State of, Department of Revenue
National Association of Attorneys General
Nebraska, State of, Attorney General
Nebraska, State of, Department of Labor
Nebraska, State of, Department of Revenue
Nevada, State of, Attorney General
Nevada, State of, Department of Business &
Industry
Nevada, State of, Department of Taxation
New Hampshire, State of, Attorney General
New Hampshire, State of, Department of
Labor
New Hampshire, State of, Department of
Revenue - Administration Unit
New Jersey, State of, Attorney General
New Jersey, State of, Department of Labor
& Workforce Development
New Jersey, State of, Department of
Treasury
New Mexico, State of, Attorney General
New Mexico, State of, Department of
Taxation & Revenue
New Mexico, State of, Department of Work
Force Solutions

New York, State of, Attorney General
New York, State of, Department of
Financial Services
New York, State of, Department of Labor
New York, State of, Department of Taxation
& Finance Bankruptcy Section
North Carolina, State of, Attorney General
North Carolina, State of, Department of
Labor
North Carolina, State of, Department of
Revenue
North Dakota, State of, Attorney General
North Dakota, State of, Department of Labor
North Dakota, State of, Tax Department
Ohio, State of, Attorney General
Ohio, State of, Department of Commerce
Ohio, State of, Department of Taxation
Oklahoma, State of, Attorney General
Oklahoma, State of, Department of Labor
Oklahoma, State of, Tax Commission
Oregon, State of, Attorney General
Oregon, State of, Bureau of Labor &
Industries
Oregon, State of, Department of Revenue
Pennsylvania, Commonwealth of, Attorney
General
Pennsylvania, Commonwealth of,
Department of Labor & Industry
Pennsylvania, Commonwealth of,
Department of Revenue, Office of Chief
Counsel
Puerto Rico, Commonwealth of, Attn:
Bankruptcy Department
Puerto Rico, Commonwealth of, Department
of The Treasury
Rhode Island, State of, Attorney General
Rhode Island, State of, Department of Labor
& Training
Rhode Island, State of, Department of
Revenue
South Carolina, State of, Attorney General
South Carolina, State of, Department of
Labor, Licensing & Regulations
South Carolina, State of, Department of
Revenue
South Dakota, State of, Attorney General

South Dakota, State of, Department of Labor
& Regulation

South Dakota, State of, Department of
Revenue

Tennessee, State of, Attorney General

Tennessee, State of, Department of Labor &
Workforce Development

Tennessee, State of, Department of Revenue

Texas, State of, Attorney General

Texas, State of, Department of Revenue

Texas, State of, Workforce Commission

United States, Government of the, Attorney
General

United States, Government of the,
Commodities Futures Trading
Commission

United States, Government of the,
Department of Justice

United States, Government of the,
Department of Labor, Division of Labor
Standards Enforcement

United States, Government of the,
Department of the Treasury, Internal
Revenue Service

United States, Government of the,
Department of Treasury

United States, Government of the,
Department of Treasury, Office of
Comptroller of Currency

United States, Government of the,
Employment Services

United States, Government of the,
Environmental Protection Agency
Region 1 (CT, MA, ME, NH, RI, VT)

United States, Government of the,
Environmental Protection Agency
Region 10 (AK, ID, OR, WA)

United States, Government of the,
Environmental Protection Agency
Region 2 (NJ, NY, PR, VI)

United States, Government of the,
Environmental Protection Agency
Region 3 (DC, DE, MD, PA, VA, WV)

United States, Government of the,
Environmental Protection Agency

Region 4 (AL, FL, GA, KY, MS, NC,
SC, TN)

United States, Government of the,
Environmental Protection Agency
Region 5 (IL, IN, MI, MN, OH, WI)

United States, Government of the,
Environmental Protection Agency
Region 6 (AR, LA, NM, OK, TX)

United States, Government of the,
Environmental Protection Agency
Region 7 (IA, KS, MO, NE)

United States, Government of the,
Environmental Protection Agency
Region 8 (CO, MT, ND, SD, UT, WY)

United States, Government of the,
Environmental Protection Agency
Region 9 (AZ, CA, HI, NV)

United States, Government of the, Pension
Benefit Guaranty Corp.

United States, Government of the, Securities
and Exchange Commission

Utah, State of, Attorney General

Utah, State of, Labor Commission

Utah, State of, Department of Revenue

Vermont, State of, Attorney General

Vermont, State of, Department of Labor

Vermont, State of, Department of Taxes

Virginia, Commonwealth of, Attorney
General

Virginia, Commonwealth of, Department of
Labor & Industry

Virginia, Commonwealth of, Department of
Revenue

Washington, D.C., Attorney General

Washington, D.C., Department of
Employment Services

Washington, D.C., Office of Tax & Revenue

Washington, State of, Attorney General

Washington, State of, Department of Labor
& Industries

Washington, State of, Department of
Revenue, Taxpayer Account
Administration

West Virginia, State of, Attorney General

West Virginia, State of, Division of Labor

West Virginia, State of, Department of
Revenue

Wisconsin, State of, Attorney General

Wisconsin, State of, Department of
Workforce Development

Wisconsin, State of, Department of
Revenue, Customer Service Bureau

Wyoming, State of, Attorney General

Wyoming, State of, Department of
Workforce Service

Wyoming, State of, Department of Revenue

SCHEDULE 1(i)

Indenture Trustee

Ankura Trust Co. LLC

SCHEDULE 1(j)

Insurance

ACE American Insurance Co.
Arch Insurance Co.
Atlantic Specialty Insurance Co.
AXA XL Specialty Insurance Co.
AXIS Insurance Co.
Beazley Group
Berkley Insurance Co.
Berkshire Hathaway Specialty Insurance
Berkshire
Endurance American Insurance Co.
Illinois National Insurance Co.
Princeton Excess & Surplus Lines Insurance Co., The
Relm Insurance Ltd.
Scottsdale Insurance Co.
Tokio Marine HCC
Westchester Surplus Lines Insurance Co.

SCHEDULE 1(k)

Joint Provisional Liquidators

EY Bermuda Ltd.
EY Cayman Ltd.
[Confidential]

SCHEDULE 1(l)

JV Partners

VCV Digital Infrastructure Alpha LLC

SCHEDULE 1(m)

Litigation Counterparties

Core Scientific
ED&F Man Capital Markets Inc.
Emergent Fidelity Technologies Ltd.
Lake Kentish & Bennett Inc.
Luna
Pulsar Global Ltd.
Quantuma Advisory Ltd.
[Confidential]

SCHEDULE 1(n)

Loan Counterparties

Akuna Digital Assets LLC
Alameda Research Ltd.
Altana Strategy 1
Auros Tech Ltd.
BK Offshore Fund Ltd.
Core Scientific
Cumberland DRW LLC
Druk Holding & Investments Ltd.
Elevated Returns LLC
Fasanara Investments SCSp
Flow Traders BV
Galaxy Digital LLC
GoldenCoin Cayman LLC
GoldenCoin LLC
HRTJ Ltd.
JSCT Cayman
Kenetic Holdings Ltd.
Lakeside Trading LLC
Mountain Cloud Global Ltd.
Noom Ltd.
Payward Inc.
POINT95 Global (Hong Kong) Ltd.
Portofino Technologies AG
PrimeBlock Operations LLC
QED Capital LLC
VCV Digital Infrastructure Alpha LLC
Virtu Financial Singapore Pte. Ltd.
[Confidential]

SCHEDULE 1(o)

Non-Debtor Professionals

Boyle & Valenti Law PC
Gibbons PC
Gorski & Knowlton PC
Hogan Lovells US LLP
McElroy Deutsch Mulvaney & Carpenter LLP
Morgan Lewis & Bockius LLP
Quinn Emanuel Urquhart & Sullivan LLP
Severson & Werson PC

SCHEDULE 1(p)

Notice of Appearance Parties

[Confidential]

SCHEDULE 1(q)

Ordinary Course Professionals

Advokatfirmae Schjodt AS
Allen & Overy LLP
Bradley Arant Boult Cummings LLP
Brody & Browne LLP
CFG, LLC
CohnReznick LLP
Conyers Dill & Pearman LLP
Covington & Burling LLP
CrowdStrike Inc.
Davis Polk & Wardwell LLP
Deloitte & Touche LLP
Deloitte Tax LLP
Details Management Ltd.
Downs Rachlin Martin PLLC
Germano Law LLC
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian LLP
Hodgson Russ LLP
Hogan Lovells International LLP
Holland & Knight LLP
Intralinks Inc.
Johnson Gardiner, Attorneys At Law
Katten Muchin Rosenman LLP
King & Spalding LLP
KPMG LLP
Linklaters LLP
Linklaters Singapore Pte. Ltd.
Littler Mendelson PC
Locke Lord LLP
Manatt Phelps & Phillips LLP
Maynard Cooper & Gale PC
McAfee & Taft, a Professional Corp.
McLeod Law LLP
Mintz Levin Cohn Ferris Glovsky & Popeo
PC
Morris Nichols Arsht & Tunnell LLP
North River Global LLC
Osler Hoskin & Harcourt LLP
Pensionmark Financial Group LLP
Perkins Coie LLP
PKF O'Connor Davies LLP
Rath Young & Pignatelli PC

Richards & Co.
Rose Law Firm
Schjodt LLP
Simmons & Simmons LLP
Starn O'Toole Marcus & Fisher
Stikeman Elliott LLP
Stoll Keenon Ogden PLLC
Sullivan & Cromwell LLP
Taller Technologies
Walkers (Bermuda) Ltd.
Ward & Smith PA
White & Case LLP
Willis Towers Watson PLC
Y Partners

SCHEDULE 1(r)

Potential M&A Transaction Counterparties

[Confidential]

SCHEDULE 1(s)

Significant Clients

[Confidential]

SCHEDULE 1(t)

Significant Vendors

Accertify Inc.	DHL
Accuity Inc.	DigiCert Inc.
Airbase Inc.	Docker Inc.
Airgas Inc.	Donnelley Financial Solutions Inc.
Alder	Dovetail Digital Ltd.
Alteryx Inc.	Duco Tech Inc.
Amazon Web Services Inc.	DVORA
Amazon.com Inc.	Eden Network
Andco Consulting	Embroker Inc.
Aniket Ltd.	Evolve Bank & Trust
Aon (Bermuda) Ltd.	FedEx Corp.
Aon plc	Financial Conduct Authority
AT&T Inc.	Fireblocks Inc.
Atlassian Corp.	First & 42nd
Auth0 Inc.	Fly Over the City
BambooHR LLC	FTX Trading Ltd.
Bandalier Inc.	Gemini Trust Co.
BitGo Holdings Inc.	GitHub
Blockdaemon Inc.	Global PPL Pte. Ltd.
Blockstream Corp. Inc.	Google
Bloomberg Finance LP	Google Cloud
Brex Inc.	Google G Suite
C Street Advisory	Google Voice Inc.
Canon Inc.	Google Workspace
Capital Properties Inc.	GoTo Technologies USA Inc.
Carta Inc.	Grant Thornton LLP
CF Benchmarks Ltd.	Great-West Trust Co. LLC
Chainalysis Inc.	Hummingbird Regtech Inc.
Cloudflare Inc.	iConnections LLC
Cogency Global Inc.	Impact Tech Inc.
Cogent Communications Holdings Inc.	Irish Life
Coinbase Global Inc.	Iron Mountain Inc.
Coralisle Pension Services Ltd.	Ironclad
CrowdStrike Inc.	JAMF Software
Crown Castle Inc.	KISI Inc.
CSC	Microsoft Corp.
Culture Amp Inc.	Modern Treasury Corp.
Datadog Inc.	Monday.com Ltd.
Deel	Nest Workplace Pension Scheme
Delaware, State of, Franchise Tax	NMLS
Deserve Inc.	Nomics Inc.
Details Management Ltd.	NordVPN SA

Okta Inc.
Papaya Global Inc.
Paperless Inc.
Pensionmark Financial Group
Persona Inc.
Phinx Consultants
Phinx Consultants Group
Phinx/Fleet
Pulum Corp.
Quench USA Inc.
Regus plc
Round Robin App
Sage Intacct Inc.
Scratch
Scratch Services LLC
Slack Technologies LLC
Splunk Inc.
Stripe Inc.
Taller Technologies
TaxBit Inc.
Thomson Reuters - West
Tiger Consulting Ltd.
TriNet
TriNet Group Inc.
United States Postal Service
Unqork Inc.
UPS Store Inc., The
Visa Inc.
Visa USA Inc.
West Realm Shires Inc.
WeWork Nashville
Y Partners
Zapier Inc.
Zendesk Inc.
ZVI Brener Enterprises

SCHEDULE 1(u)

Top 50 Unsecured Creditors

Ankura Trust Co. LLC, as Trustee for the
Indenture dated as of February 28, 2022
United States, Government of the, Securities
& Exchange Commission
Vrai Nom Investment Ltd.
West Realm Shires Inc.
[Confidential]

SCHEDULE 1(v)

US Trustee Personnel, Judges, and Court contacts for the District of New Jersey

Kaplan, Judge Michael B.
[Confidential]

SCHEDULE 1(w)

Utilities

AT&T
Cogent Communications
Crown Castle
Paperless Inc.

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Alameda Alameda Research Ltd. FTX FTX International FTX Trading Ltd.	FTX Trading Limited	Current
Amazon Web Services Inc. Amazon.com Inc.	Zoox Labs, Inc.	Current
Ankura Trust Co. LLC Ankura Trust Co. LLC, as Trustee for the Indenture dated as of February 28, 2022	Ankura Holdings, LP James N. Perry Madison Dearborn Capital Partners VII Executive-A LP Madison Dearborn Capital Partners VII-A LP Madison Dearborn Capital Partners VII-C LP Madison Dearborn Capital Partners VIII Executive-B LP Madison Dearborn Capital Partners VIII Executive-B2 LP Madison Dearborn Capital Partners VIII LP Madison Dearborn Capital Partners VIII-B LP Madison Dearborn Partners Madison Dearborn Partners LLC	Current Closed Former Former Former Current Current Current Current Current Current
Aon (Bermuda) Ltd. Aon plc	Aon Affinity Administradora de Beneficios Ltda. Aon Corporation Aon Financial Services Group, Inc. Aon Holdings Corretores de Seguros Ltda. Aon IP Advantage Fund LP Aon Risk Services Central Inc. Aon Risk Services Cos. Inc.	Former Current Current Former Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Aon Risk Services Northeast, Inc. Aon Risk Services Southwest, Inc. Aon Risk Solutions Keith R. Moore	Closed Current Current Former
AT&T AT&T Inc.	AT&T Services, Inc. Be Sunshine, LLC DIRECTV Enterprises, LLC DIRECTV Group Holdings, LLC DIRECTV Holdings LLC DIRECTV Merchandising, Inc. DIRECTV Operations LLC DIRECTV Sports Networks LLC DIRECTV, LLC The DIRECTV Group, Inc.	Current Current Closed Closed Closed Closed Closed Closed Former Closed
Atlassian Corp.	Atlassian Corporation Plc Atlassian, Inc.	Current Closed
AXA XL Specialty Insurance Co.	AXA Real Estate Investment Managers UK Ltd. AXA REIM SGP Maestro Health XL Global Services, Inc.	Current Current Current Closed
Bain Capital Venture Coinvestment Fund II LP Bain Capital Venture Fund 2021 LP Bain Capital Ventures BCIP Venture Associates II LP BCIP Venture Associates II-B LP BCIP Ventures Associates II LP BCIP Ventures Associates II-B LP BCV 2019-MD Coinvestment II LP BCV 21 Innovators Fund LP	Ashish Kotecha Bain Capital Credit (Asia), LLC Bain Capital Credit LP Bain Capital Double Impact Bain Capital Double Impact Fund LP Bain Capital Europe, LLC Bain Capital Insurance Solutions LP Bain Capital Investors LLC Bain Capital Private Equity (Asia), LLC Bain Capital Private Equity (Europe) LLP Bain Capital Private Equity LP Bain Capital Public Equity, LP Bain Gamma Limited	Current Current Current Current Closed Current Current Closed Current Current Current Current Current Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Bain Propulsion Bidco SLU	Closed
	BC Investments X Limited	Current
	BCC Investments SARL SICAF-RAIF	Current
	BCIP Double Impact Associates LP	Closed
	BCPE Seminole Holdings LP	Closed
	James Hildebrandt	Current
	Mark Nunnelly	Former
	Michel G.P. Plantevin	Current
	Nidda Healthcare GmbH	Current
	Paul Edgerley	Former
	Pavninder Singh	Current
	Stephen Zide	Closed
BambooHR LLC	ICONIQ Capital, LLC	Current
BC/BL Holdco LLC	IDG Breyer Capital Fund LP	Current
Berkley Insurance Co.	W.R. Berkley Corporation	Closed
Berkshire Hathaway Specialty Insurance	Berkshire Hathaway Energy Co.	Closed
	Berkshire Hathaway Inc.	Current
	BHE Renewables, LLC	Current
	BHER Power Resources Inc.	Current
	BNSF Logistics International LLC	Current
	BNSF Logistics LLC	Current
	BNSF Railway	Current
	Burlington Northern Santa Fe LLC	Current
Bracket Capital	Bracket Capital	Current
Pomp Bracket Digital Assets I LLC		
Pomp Bracket Digital Assets II LLC		
Pomp Bracket Digital Assets III LLC		
C Street Advisory	C Street Advisory Group LLC	Current
Celsius Network Ltd.	Celsius (AUS) Pty. Ltd.	Current
	Celsius EU UAB	Current
	Celsius KeyFi LLC	Current
	Celsius Lending LLC	Current
	Celsius Management Corp.	Current
	Celsius Mining IL Ltd.	Current
	Celsius Mining LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Celsius Network (Gibraltair) Ltd.	Current
	Celsius Network Europe	Current
	Celsius Network IL Ltd.	Current
	Celsius Network IL Ltd. - Bulgaria Branch	Current
	Celsius Network Inc.	Current
	Celsius Network Leading LLC	Current
	Celsius Network LLC	Current
	Celsius Network Ltd.	Current
	Celsius Network Ltd. (UK)	Current
	Celsius Networks Lending LLC	Current
	Celsius Operations LLC	Current
	Celsius Services CY Ltd.	Current
	Celsius US Holding LLC	Current
	Celsius US LLC	Current
	Celsius USA LLC	Current
Centre Consortium	Coinbase Global Inc.	Current
Coinbase	Coinbase, Inc.	Current
Coinbase Global Inc.	Emilie Choi	Current
Coinbase Ventures		
Cogency Global Inc.	Bertram Capital	Current
	Bertram Capital Management LLC	Closed
Cole Schotz PC	Cole Schotz P.C.	Closed
Cumberland DRW LLC	DRW Holdings LLC	Current
	Flow Traders NV	Current
Deloitte & Touche LLP	Deloitte Consulting LLP	Current
Deloitte Tax LLP	Deloitte LLP	Current
	Deloitte Tax LLP	Current
	Deloitte USA LLP	Current
DigiCert Inc.	DigiCert Holdings, Inc.	Closed
	DigiCert Intermediate Holdings, Inc.	Closed
	DigiCert Parent, Inc.	Closed
	DigiCert, Inc.	Closed
Donnelley Financial Solutions Inc.	Mark D. Thoma	Current
Duco Tech Inc.	BC of 26 August 2020 A/S	Closed
	Nordic Aviation Capital Inc.	Closed
	Nordic Capital	Current
	Nordic Capital AB	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Nordic Capital CV1 Alpha, L.P.	Closed
	Nordic Capital CV1 Beta, L.P.	Closed
	Nordic Capital Evo Alpha SCSp	Current
	Nordic Capital Evo Beta SCSp	Current
	Nordic Capital Fund IX	Former
	Nordic Capital Fund IX Partnership	Current
	Nordic Capital Fund VII LP	Current
	Nordic Capital Fund VIII LP	Closed
	Nordic Capital Fund X Partnerships	Current
	Nordic Capital Group LP	Current
	Nordic Capital Investment Advisory LLC	Former
	Nordic Capital Investment Advisory LLP	Closed
	Nordic Capital IX Alpha LP	Current
	Nordic Capital IX Beta LP	Current
	Nordic Capital IX Limited	Former
	Nordic Capital VII Alpha LP	Current
	Nordic Capital VII Beta LP	Current
	Nordic Capital VIII Alpha LP	Current
	Nordic Capital VIII Beta LP	Current
	Nordic Capital X LP	Closed
EY Bermuda Ltd. EY Cayman Ltd.	Ernst & Young Canada	Closed
First & 42nd	Daniel J. Edelman Holdings, Inc.	Current
Fortress Investment Group WeWork Nashville	Andrew Zloto Bingbai Hou CF H33 LLC Daniel N. Bass David Brooks Dean Dakolias Drew McKnight Fortress Credit Corporation Fortress Investment Fund III Fortress Investment Fund V Fortress Investment Group Josh Pack Kofman, Andrew	Former Former Former Current Current Current Current Current Current Current Current Current Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Luna Dai MicroFinancial Incorporated Palistar Capital LP Peter Briger SB Energy Global, LLC SB Group US, Inc. SB Investment Advisers (UK) Limited SB Investment Advisers (US) Inc. SBLA Advisers Corp. SMART Financial Holdings, LLC SoftBank Group Corp. SoftBank Vision Fund II-2 LP SoftBank Vision Fund LP SVF 2 SVF Holdco (UK) Ltd. WeWork Companies LLC Yang Du	Former Current Current Current Current Current Current Current Current Current Closed Current Closed Former Closed Current Closed
Galaxy Digital Galaxy Digital LLC	Galaxy Digital Holdings Ltd.	Current
Google Google Cloud Google G Suite Google Voice Inc. Google Workspace	Sidewalk Infrastructure Partners Waymo LLC	Closed Current
GoTo Technologies USA Inc.	Elliott Management Corporation LogMeIn, Inc. Mark Cicirelli	Closed Current Current
GoTo Technologies USA Inc.	Francisco Partners GP Splitter, LLC Francisco Partners II (Cayman) L.P. Francisco Partners II, LP Francisco Partners III (Cayman), L.P. Francisco Partners III (Domestic AIV) Feeder, LLC Francisco Partners III (Domestic AIV), L.P. Francisco Partners III LP	Current Current Current Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Francisco Partners IV, L.P.	Current
	Francisco Partners IV-A, L.P.	Current
	Francisco Partners Management LP	Current
	Francisco Partners Parallel Fund II L.P.	Current
	Francisco Partners Parallel Fund III (Cayman), L.P.	Current
	Francisco Partners Parallel Fund III, L.P.	Current
	LogMeIn, Inc.	Current
Grant Thornton LLP	Grant Thornton International Ltd.	Closed
HS Investments IV Ltd.	Hedosophia Group Limited	Current
JAMF Software	Christian B. Sowul	Current
	Fund II Foundation	Current
	Greg Myers	Current
	James Morrill Ford	Former
	James P. Hickey	Current
	JAMF Holding Corp.	Current
	JAMF Holdings Inc.	Current
	Jason Wudi	Closed
	Jeffrey Wilson	Former
	John Warnken-Brill	Current
	Joshua Niedner	Former
	Justin Cho	Former
	Martin Taylor	Current
	Michael Fosnaugh	Current
	Monti Saroya	Former
	Nadeem Syed	Former
	Nicholas J. Prickel	Former
	Nicolas Stahl	Current
	Robert B. Rogers	Former
	Rod M. Aliabadi	Former
	Smith, Robert F.	Current
	Stephen Seelbach	Former
	Vincent L. Burkett	Former
	Vista Capital Solutions Fund GP LLC	Current
	Vista Capital Solutions Fund LP	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Vista Capital Solutions Fund-A LP Vista Credit Partners Vista Credit Partners Fund III GP LLC Vista Credit Partners Fund III, L.P. Vista Credit Partners Fund III-A LP Vista Credit Partners III Onshore LLC Vista Credit Partners LP Vista Equity Partners Vista Equity Partners Fund IV, L.P. Vista Equity Partners Fund VI LP Vista Equity Partners Fund VI-A LP Vista Equity Partners Fund VII LP Vista Equity Partners Management LLC	Current Current Current Current Current Current Current Current Closed Current Current Closed Current
KPMG LLP	KPMG LLP KPMG (HK) KPMG Auditores, S.L. KPMG International Cooperative KPMG International Ltd. KPMG International Services Ltd. KPMG Law Firm KPMG LLP (Canada) KPMG LLP (Singapore)	Current Current Closed Closed Current Current Current Current Current
Kroll Inc. Kroll Legal Kroll Restructuring Administration LLC	Kroll Associates, Inc. Kroll LLC Kroll Restructuring Administration LLC Stone Point Capital LLC	Current Current Current Current
Kroll Inc. Kroll Legal Kroll Restructuring Administration LLC	Further Global Capital Management, L.P. Kroll Associates, Inc. Kroll LLC Kroll Restructuring Administration LLC	Current Current Current Current
Minnesota, State of, Attorney General	Minnesota, State of, Office of the Attorney General	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Minnesota, State of, Department of Labor & Industry Minnesota, State of, Department of Revenue		
Moelis & Co.	Atlas Crest Investment Corp. MA Investment Management Pty Ltd. Moelis & Company	Current Current Closed
New York, State of, Attorney General New York, State of, Department of Financial Services New York, State of, Department of Labor New York, State of, Department of Taxation & Finance, Bankruptcy Section	Empire State Development New York State Courts Access to Justice Program State of New York	Closed Current Closed
Pennsylvania, Commonwealth of, Attorney General Pennsylvania, Commonwealth of, Department of Labor & Industry Pennsylvania, Commonwealth of, Department of Revenue, Office of Chief Counsel	Office of the Governor of Pennsylvania Office of the Secretary of State of Pennsylvania Pennsylvania, Commonwealth of, Office of the Secretary	Current Current Closed
Pensionmark Financial Group Pensionmark Financial Group LLP	Charlesbank Capital Partners, LLC Charlesbank Credit Opportunities Fund II, Limited Partnership Charlesbank Equity Fund X GP, Limited Partnership Charlesbank Technology Opportunities Fund, Limited Partnership	Current Current Current Current
Perkins Coie LLP	Daniel C. Osher Lalitha D. Madduri Marc E. Elias Skyler M. Howton Stephanie I. Command	Closed Closed Closed Closed Closed
Quench USA Inc.	Advent International Corp.	Current
Quench USA Inc.	Christopher H. Williams	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Regus plc	IWG plc Regus Business Centers, LLC Regus Business Centre LLC Regus DC, LLC Regus Equity Business Centers LLC Regus Group-North Dallas, LLC Regus H Holdings, LLC Regus Management Group LLC Regus Management Holdco, LLC Regus Property Group, LLC Regus Southeast Investments LLC RGN-Group Holdings, LLC RGN-Woodbridge I, LLC	Current Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Current Closed
Robin Hood Robinhood	Robinhood Markets, Inc.	Current
Scottsdale Insurance Co.	Nationwide Mutual Insurance Company	Closed
Silicon Valley Bank	SVB Leerink LLC	Current
Thomson Reuters - West	Thomson Reuters Corporation Thomson Reuters Foundation	Current Current
Tiger Global Tiger Global Management LLC Tiger Global PIP 14-7 LLC	Eric S. Lane	Current
Tokio Marine HCC	HCC Insurance Holdings, Inc.	Current
United States, Government of the, Attorney General United States, Government of the, Commodities Futures Trading Commission United States, Government of the, Department of Justice United States, Government of the, Department of Labor, Division of Labor Standards Enforcement United States, Government of the, Department of the Treasury, Internal Revenue Service	Orly Godfrey	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
<p>United States, Government of the, Department of Treasury</p> <p>United States, Government of the, Department of Treasury, Office of Comptroller of Currency</p> <p>United States, Government of the, Employment Services</p> <p>United States, Government of the, Environmental Protection Agency Region 1 (CT, MA, ME, NH, RI, VT)</p> <p>United States, Government of the, Environmental Protection Agency Region 10 (AK, ID, OR, WA)</p> <p>United States, Government of the, Environmental Protection Agency Region 2 (NJ, NY, PR, VI)</p> <p>United States, Government of the, Environmental Protection Agency Region 3 (DC, DE, MD, PA, VA, WV)</p> <p>United States, Government of the, Environmental Protection Agency Region 4 (AL, FL, GA, KY, MS, NC, SC, TN)</p> <p>United States, Government of the, Environmental Protection Agency Region 5 (IL, IN, MI, MN, OH, WI)</p> <p>United States, Government of the, Environmental Protection Agency Region 6 (AR, LA, NM, OK, TX)</p> <p>United States, Government of the, Environmental Protection Agency Region 7 (IA, KS, MO, NE)</p>		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
United States, Government of the, Environmental Protection Agency Region 8 (CO, MT, ND, SD, UT, WY)		
United States, Government of the, Environmental Protection Agency Region 9 (AZ, CA, HI, NV)		
United States, Government of the, Office of the Attorney General		
United States, Government of the, Pension Benefit Guaranty Corp.		
United States, Government of the, Securities & Exchange Commission		
Vanderbilt University, The	Vanderbilt University	Closed
Virtu Financial Singapore Pte. Ltd.	Virtu Financial, Inc.	Former
Voyager Digital	Voyager Digital Holdings Inc. Voyager Digital LLC Voyager Digital Ltd.	Current Current Current
Willis Towers Watson Willis Towers Watson PLC	Willis Towers Watson plc	Current
Zendesk Inc.	Brian Ruder Permira Advisers Ltd. Permira Credit Solutions III G.P. Limited Permira Holdings Ltd. Ryan G. Lanpher Thomas Eggemeier Thomas Phillip Guinand	Current Current Current Current Current Current Former
Zendesk Inc.	Hellman & Friedman LLC Stephen H. Ensley	Current Current
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential

[illegible]

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential
Confidential	Confidential	Confidential